

RECORDATION NO. 16501-A FILED

NOV 24 '04 2-27 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

November 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of October 7, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bank Security Agreement which was previously filed with the Commission under Recordation Number 16501.

The name and address of the party to the enclosed document are:

Lender: Barclays Bank PLC
29 Gracechurch Street
London EC3V OBE

[Borrower: NBB Philadelphia Lease Co., Ltd.
1-12-11 Nihonbashi, Chou-ku
Tokyo 103, Japan]

Mr. Vernon A. Williams
November 18, 2004
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A description of the railroad equipment covered by the enclosed document is:

6 locomotives: CSXT 8712 and CSXT 8713 and PRR 6701 – PRR 6705 (excluding PRR 6704).

A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

SAVILLE & CO

NOTARIES

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Ella Imison (ASSOCIATE)



KINGDOM OF ENGLAND)
CITY OF LONDON) s.s.

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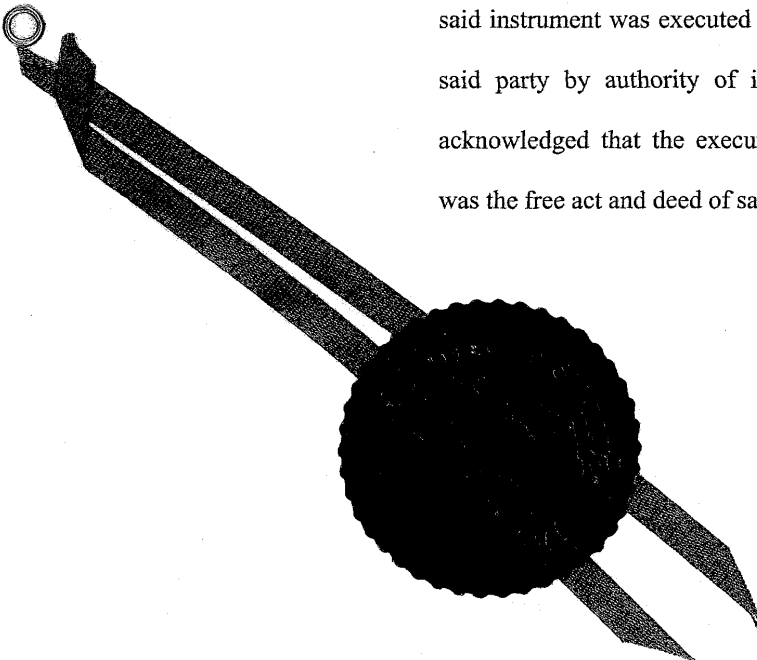
On this seventh day of October in the year two thousand and three before me RICHARD JOHN SAVILLE of the City of London NOTARY PUBLIC by royal authority duly admitted and sworn personally came and appeared PAUL ANTHONY COLEMAN, to me known, who, being by me duly sworn, did depose and say that he is a manager and duly authorised attorney of **BARCLAYS BANK PLC**, one of the parties described in and which executed the foregoing instrument; that said instrument was executed on 7th October 2003 on behalf of said party by authority of its Boards of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said party.

Sworn to before me this

7th October 2003

Notary Public London, England (Richard J. Saville)

My Commission expires at Death

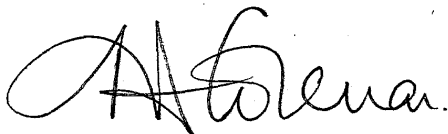


RELEASE

This Release dated as of 7th October 2003 is made by Barclays Bank PLC
"Lender".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Bank Security Agreement dated as of August 31, 1989 between NBB Philadelphia Lease Co., Ltd., "Borrower", and Barclays Bank PLC, "Lender" (Recordation Number 16501, recorded on September 1, 1989); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of September 1, 1998 (Recordation Number 16500-C, recorded on September 4, 1998); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of October 6, 1998 (Recordation Number 16500-D, recorded on October 8, 1998); Amendment Agreement dated as of August 3, 1998 among Consolidated Rail Corporation "Lessee", NBB Philadelphia Lease Co., Ltd., "Lessor" or "Borrower", and Barclays Bank PLC, "Lender" (Recordation Number 16500-E, recorded on May 4, 1999), hereinafter collectively the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable.
2. Barclays Bank PLC, Lender, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to Barclays Bank PLC, Lender, pursuant to said Agreements.

IN WITNESS WHEREOF, Barclays Bank PLC has caused this Release to be duly executed by its authorized officer as of the day and year first written above.



By: Paul Coleman

Title: Manager

Schedule A

Equipment List

Equipment Description

Quantity

EMD SD-60 Locomotives

6

Equipment Identification Numbers

Original
Identification
Number

CR 6843

CR 6844

CR 6845

CR 6846

CR 6847

CR 6849

Current
Identification
Number

PRR 6701

CSXT 8712

PRR 6702

PRR 6703

CSXT 8713

PRR 6705